

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (KJC)

(Jointly Administered)

**Objection Deadline: April 8, 2014 at 4:00 p.m.
Hearing Date: May 28, 2014 at 11:00 a.m.**

**FORTY-SIXTH QUARTERLY FEE APPLICATION OF
KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR
THE PERIOD FROM OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: As of July 18, 2001

Period for which compensation
and reimbursement is sought: October 1, 2013 through and including December 31, 2013

Amount of Compensation sought as
actual, reasonable and necessary: \$40,653.00

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$529.11

This is a(n): monthly X interim application

**SUMMARY OF MONTHLY FEE STATEMENTS FOR KRAMER LEVIN
NAFTALIS & FRANKEL – OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Fee Application Filing Date, Docket No., and Period Covered	Total Fees Requested	Total Expenses Requested	Total Amount of Fees and Expenses Requested	Amount of Fees Paid	Amount of Expenses Paid	Certification of No Objection Filing Date & Docket No.
12/02/2013 D.I. 31413 October 2013	\$705.50	\$279.22	\$984.72	\$564.40	\$279.22	12/26/2013 D.I. 31523
12/26/2013 D.I. 31525 November 2013	\$15,070.50	\$72.45	\$15,142.95	\$12,056.40	\$72.45	1/17/2014 D.I. 31605
2/03/2014 D.I. 31696 December 2013	\$24,877.00	\$177.44	\$25,054.44	\$0	\$0	2/27/2014 D.I. 31787
Total	\$40,653.00	\$ 529.11	\$41,182.11	\$12,620.80	\$ 351.67	

Current Period Unpaid: Fees \$ 28,032.20
 Expenses \$ 177.44
 Total **\$ 28,209.64**

Prior Periods Unpaid: Fees \$ 4,615.15
 Expenses \$ 0
 Total **\$ 4,615.15**

TOTAL DUE: \$ 32,824.79

**SUMMARY OF OUTSTANDING FEES OWED TO
KRAMER LEVIN NAFTALIS & FRANKEL THROUGH DECEMBER 2013**

Time Period	Fees and Expenses Requested	Fees and Expenses Approved	Fees and Expenses Paid	Fees and Expenses Owed
July 1, 2001 – September 30, 2001	\$ 98,742.00 \$ 11,505.90	\$ 98,742.00 \$ 11,505.90	\$ 98,742.00 \$ 11,505.90	\$ -0- \$ -0-
October 1, 2001 – December 31, 2001	\$ 79,151.50 \$ 7,033.74	\$ 79,151.50 \$ 7,033.74	\$ 79,151.50 \$ 7,033.74	\$ -0- \$ -0-
January 1, 2002 – March 31, 2002	\$ 92,765.00 \$ 696.66	\$ 92,765.00 \$ 696.66	\$ 92,765.00 \$ 696.66	\$ -0- \$ -0-
April 1, 2002 – June 30, 2002	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ -0- \$ -0-
July 1, 2002 – September 30, 2002	\$ 87,266.50 \$ 10,070.69	\$ 86,576.50 \$ 9,737.19	\$ 86,576.50 \$ 9,737.19	\$ -0- \$ -0-
October 1, 2002 – December 31, 2002	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ -0- \$ -0-
January 1, 2003 – March 31, 2003	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ -0- \$ -0-
April 1, 2003 - June 30, 2003	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ -0- \$ -0-
July 1, 2003 – September 31, 2003	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ -0- \$ -0-
October 1, 2003 – December 31, 2003	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ -0- \$ -0-
January 1, 2004 – March 31, 2004	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ -0- \$ -0-
April 1, 2004 – June 30, 2004	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ -0- \$ -0-
July 1, 2004 – September 30, 2004	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ -0- \$ -0-
October 1, 2004 – December 31, 2004	\$ 406,517.00 \$ 14,406.04	\$ 400,556.50 \$ 14,265.04	\$ 400,556.50 \$ 14,265.04	\$ -0- \$ -0-
January 1, 2005 – March 31, 2005	\$ 183,897.00 \$ 12,593.68	\$ 183,897.00 \$ 12,593.68	\$ 183,897.00 \$ 12,593.68	\$ -0- \$ -0-
April 1, 2005 – June 30, 2005	\$ 74,471.50 \$ 3,641.49	\$ 74,471.50 \$ 3,641.49	\$ 74,471.50 \$ 3,641.49	\$ -0- \$ -0-
July 1, 2005 – September 30, 2005	\$ 79,556.00 \$ 5,348.72	\$ 79,556.00 \$ 5,348.72	\$ 79,556.00 \$ 5,348.72	\$ -0- \$ -0-
October 1, 2005 – December 31, 2005	\$ 75,544.50 \$ 2,953.30	\$ 75,544.50 \$ 2,953.30	\$ 75,544.50 \$ 2,953.30	\$ -0- \$ -0-
January 1, 2006 – March 31, 2006	\$ 74,750.00 \$ 5,452.00	\$ 74,750.00 \$ 5,452.00	\$ 74,750.00 \$ 5,452.00	\$ -0- \$ -0-
April 1, 2006 – June 30, 2006	\$ 74,596.00 \$ 2,815.18	\$ 74,596.00 \$ 2,815.18	\$ 74,596.00 \$ 2,815.18	\$ -0- \$ -0-

Time Period	Fees and Expenses Requested	Fees and Expenses Approved	Fees and Expenses Paid	Fees and Expenses Owed
July 1, 2006 – September 30, 2006	\$ 147,269.00 \$ 4,500.72	\$ 147,269.00 \$ 4,500.72	\$ 147,269.00 \$ 4,500.72	\$ -0- \$ -0-
October 1, 2006 – December 31, 2006	\$ 238,312.00 \$ 14,195.38	\$ 238,312.00 \$ 14,195.38	\$ 238,312.00 \$ 14,195.38	\$ -0- \$ -0-
January 1, 2007 – March 31, 2007	\$ 163,379.00 \$ 15,286.40	\$ 163,379.00 \$ 15,286.40	\$ 163,379.00 \$ 15,286.40	\$ -0- \$ -0-
April 1, 2007 – June 30, 2007	\$ 187,246.00 \$ 19,482.62	\$ 186,592.23 \$ 19,482.62	\$ 186,592.23 \$ 19,482.62	\$ -0- \$ -0-
July 1, 2007 – September 30, 2007	\$ 208,619.50 \$ 9,223.40	\$ 205,265.50 \$ 9,223.40	\$ 205,265.50 \$ 9,223.40	\$ -0- \$ -0-
October 1, 2007 – December 31, 2007	\$ 398,236.50 \$ 76,834.62	\$ 394,987.81 \$ 76,834.62	\$ 394,987.81 \$ 76,834.62	\$ -0- \$ -0-
January 1, 2008 – March 31, 2008	\$ 247,502.75 \$ 9,033.91	\$ 247,502.75 \$ 9,033.91	\$ 247,108.84 \$ 9,033.91	\$ -0- \$ -0-
April 1, 2008 – June 30, 2008	\$ 240,744.75 \$ 11,571.63	\$ 240,744.75 \$ 11,571.63	\$ 240,744.75 \$ 11,571.63	\$ -0- \$ -0-
July 1, 2008 – September 30, 2008	\$ 271,548.00 \$ 6,211.59	\$ 271,548.00 \$ 6,211.59	\$ 271,548.00 \$ 6,211.59	\$ -0- \$ -0-
October 1, 2008 – December 31, 2008	\$ 207,976.00 \$ 9,026.63	\$ 206,706.00 \$ 8,976.63	\$ 206,706.00 \$ 8,976.63	\$ -0- \$ -0-
January 1, 2009 – March 31, 2009	\$ 197,550.00 \$ 5,059.19	\$ 197,494.00 \$ 5,059.19	\$ 197,494.00 \$ 5,059.19	\$ -0- \$ -0-
April 1, 2009 – June 30, 2009	\$ 215,996.50 \$ 5,645.60	\$ 215,996.50 \$ 5,645.60	\$ 215,996.50 \$ 5,645.60	\$ -0- \$ -0-
July 1, 2009 – September 30, 2009	\$ 170,241.50 \$ 20,322.43	\$ 169,905.50 \$ 20,322.43	\$ 170,227.30 \$ 20,322.43	\$ (321.80) \$ -0-
October 1, 2009 – December 31, 2009	\$ 68,306.75 \$ 3,366.52	\$ 68,306.75 \$ 3,366.52	\$ 68,306.75 \$ 3,366.52	\$ -0- \$ -0-
January 1, 2010 – March 31, 2010	\$ 47,226.50 \$ 2,139.19	\$ 47,226.50 \$ 2,139.19	\$ 47,226.50 \$ 1,817.39	\$ -0- \$ 321.80
April 1, 2010 – June 30, 2010	\$ 14,079.00 \$ 650.36	\$ 14,079.00 \$ 650.36	\$ 14,079.00 \$ 650.36	\$ -0- \$ -0-
July 1, 2010 – September 30, 2010	\$ 5,229.00 \$ 131.96	\$ 5,229.00 \$ 131.96	\$ 5,229.00 \$ 131.96	\$ -0- \$ -0-
October 1, 2010 – December 31, 2010	\$ 16,846.00 \$ 247.86	\$ 16,846.00 \$ 247.86	\$ 16,846.00 \$ 247.86	\$ -0- \$ -0-
January 1, 2011 – March 31, 2011	\$ 54,094.50 \$ 2,044.81	\$ 54,094.50 \$ 2,044.81	\$ 54,094.50 \$ 2,044.81	\$ -0- \$ -0-
April 1, 2011 – June 30, 2011	\$ 91,902.50 \$ 2,143.07	\$ 91,886.26 \$ 2,143.07	\$ 91,886.26 \$ 2,143.07	\$ -0- \$ -0-

Time Period	Fees and Expenses Requested	Fees and Expenses Approved	Fees and Expenses Paid	Fees and Expenses Owed
July 1, 2011 – September 30, 2011	\$ 49,894.00 \$ 2,308.18	\$ 49,894.00 \$ 2,308.18	\$ 49,894.00 \$ 2,308.18	\$ -0- \$ -0-
October 1, 2011 – December 31, 2011	\$ 13,989.00 \$ 93.02	\$ 13,989.00 \$ 93.02	\$ 13,989.00 \$ 93.02	\$ -0- \$ -0-
January 1, 2012 – March 31, 2012	\$ 35,118.50 \$ 152.90	\$ 35,118.50 \$ 152.90	\$ 35,118.50 \$ 152.90	\$ -0- \$ -0-
April 1, 2012 – June 30, 2012	\$ 40,781.00 \$ 1,404.21	\$ 40,781.00 \$ 1,404.21	\$ 40,781.00 \$ 1,404.21	\$ -0- \$ -0-
July 1, 2012 – September 30, 2012	\$ 31,544.00 \$ 816.69	\$ 31,544.00 \$ 816.69	\$ 31,544.00 \$ 816.69	\$ -0- \$ -0-
October 1, 2012 – December 31, 2012	\$ 60,523.50 \$ 3,617.71	\$ 60,523.50 \$ 3,617.71	\$ 48,418.80 \$ 3,617.71	\$ -0- \$ -0-
January 1, 2013 – March 31, 2013	\$ 137,895.50 \$ 6,557.86	\$ 137,895.50 \$ 6,557.86	\$ 137,895.50 \$ 6,557.86	\$ -0- \$ -0-
April 1, 2013 – June 30, 2013	\$ 137,082.50 \$ 11,367.36	\$ 137,082.50 \$ 11,367.36	\$ 137,082.50 \$ 11,367.36	\$ -0- \$ -0-
July 1, 2013 – September 30, 2013	\$ 24,844.00 \$ 467.70	\$ -0- \$ -0-	\$ 20,228.85 \$ 114.05	\$ 4,615.15 \$ -0-
October 1, 2013 – December 31, 2013	\$ 40,653.00 \$ 529.11	\$ -0- \$ -0-	\$ 12,620.80 \$ 351.67	\$ 28,032.20 \$ 177.44
TOTAL	\$5,525,083.25 \$ 346,443.22	\$ 5,032,047.05 \$ 312,857.47	\$ 5,461,650.60 \$ 345,615.13	\$ 32,647.35 \$ 177.44

SUMMARY OF TIME FOR BILLING PERIOD

Name	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bentley, Philip	\$895.00	31.70	\$28,371.50
Brody, Joshua	\$795.00	0.40	\$318.00
Blabey, David E.	\$765.00	11.20	\$8,568.00
Kaup, Anastasia N.	\$560.00	5.80	\$3,248.00
Becker, Bryon	\$295.00	0.50	\$147.50
Total		49.60	\$40,653.00

COMPENSATION SUMMARY BY PROJECT CATEGORY FOR BILLING PERIOD

Project Category	Total Hours for the Period	Total Fees for the Period
Case Administration	2.00	\$1,120.00
Creditor Committee	2.10	\$1,723.50
Reorganization Plan	41.50	\$35,566.00
Fee Applications, Applicant	3.90	\$2,154.00
Hearings	0.10	\$89.50
Total	49.60	\$40,653.00

EXPENSE SUMMARY (Schedule of Disbursements)

Expense Category	Total Expenses For the Period
Research Services	\$28.00
Long Distance Tel.	\$19.00
Westlaw On-Line Research	\$146.51
Document Retrieval Fees	\$335.60
Total	\$ 529.11

WHEREFORE, The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 [Docket No. 1949] (the “Amended Administrative Order”). Pursuant to the Amended Administrative Order, Kramer Levin respectfully requests that, for the period **October 1, 2013 through December 31, 2013**, it be allowed the total amount of fees of **\$40,653.00** and disbursements of **\$529.11**, and that the Debtor be directed to pay all outstanding unpaid amounts.

Dated: March 19, 2014

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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